

MAY 4 '99

3-45 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N W

SUITE 200

WASHINGTON, D C

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 4, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Termination of Assignment Agreement and Bill of Sale, dated April 13, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Asset Purchase, Assignment and Assumption Agreement previously filed with the Board under Recordation Number 20452.

The names and addresses of the parties to the enclosed document are

Assignor: The Vaughn Group, Ltd.
8250 Beckett Park Drive
Hamilton, OH 45236

Assignee: Star Bank
425 Walnut Street
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is attached hereto as Schedule A.

Mr. Vernon A. Williams
May 4, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

Schedule A

LEASE AGREEMENT

Lease Assignment, Management and Escrow Agreement, dated December 30, 1996, between The Andersons, Inc , Assignor, and The Vaughn Group, Inc (formerly known as The Vaughn Group, Ltd.), Assignee.

Rail Equipment

EXHIBIT A		
Akzo Salt Company (60 ft 100-Ton Boxcars) Rider #199601-AKZR4		
CAR NUMBERS		
1	BAEX	209
2	BAEX	211
3	BAEX	212
4	BAEX	213
5	BAEX	215
6	BAEX	219
7	BAEX	222
8	BAEX	224
9	BAEX	225
10	BAEX	228
11	BAEX	232
12	BAEX	233
13	BAEX	236
14	BAEX	241
15	BAEX	242
16	BAEX	244
17	BAEX	246
18	BAEX	247
19	BAEX	248
20	BAEX	249

MAY 4 '99

3-45 PM

TERMINATION OF ASSIGNMENT AGREEMENT
AND
BILL OF SALE

The undersigned parties, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminate the Asset Purchase, Assignment and Assumption Agreement, dated as of December 30, 1996, relating to the Lease Assignment Agreement and railroad equipment set forth on Schedule A attached hereto

Said Asset Purchase Agreement was recorded with the Surface Transportation Board on January 6, 1997 under Recordation Number 20452

The Seller hereby transfers to the Buyer and its successors and assigns forever all of its rights, title and interest in and to the railroad equipment set forth on Schedule A attached hereto Seller represents and warrants to Buyer that said railroad equipment is free and clear of all liens created by, through or under Seller

The said railroad equipment is sold to Buyer "as is" and "where is", with all faults, and with no further warranty by Seller

Dated this 13 day of April, 1999

FIRSTAR BANK, NATIONAL ASSOCIATION,
(f/k/a Star Bank, National Association)
Assignee, Seller

By [Signature]
Title _____

THE VAUGHN GROUP, INC.,
(f/k/a The Vaughn Group, Ltd)
Assignor, Purchaser

By [Signature]
John V. Handelsman
Title **President and CEO**

STATE OF OH)
COUNTY OF Hamilton) SS

On this 13th day of April, 1999 before me personally appeared Darlene Williams, to me personally known, who being duly sworn, says that (s)he is the VP of FIRSTAR BANK, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

Michael P. Dickman
Notary Public

MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003

My commission expires



STATE OF Ohio)
COUNTY OF Butler) SS

On this 30th day of April, 1999 before me personally appeared John V Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of THE VAUGHN GROUP, INC (formerly known as The Vaughn Group, Ltd), that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation



Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug 16, 2000

My commission expires



Schedule A

LEASE AGREEMENT

Lease Assignment, Management and Escrow Agreement, dated December 30, 1996, between The Andersons, Inc , Assignor, and The Vaughn Group, Inc (formerly known as The Vaughn Group, Ltd), Assignee

Rail Equipment

EXHIBIT A		
Akzo Salt Company (60 ft 100-Ton Boxcars) Rider #199601-AKZR4		
	CAR NUMBERS	
1	BAEX	209
2	BAEX	211
3	BAEX	212
4	BAEX	213
5	BAEX	215
6	BAEX	219
7	BAEX	222
8	BAEX	224
9	BAEX	225
10	BAEX	228
11	BAEX	232
12	BAEX	233
13	BAEX	236
14	BAEX	241
15	BAEX	242
16	BAEX	244
17	BAEX	246
18	BAEX	247
19	BAEX	248
20	BAEX	249